

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

DELAWARE TRUST COMPANY, as TCEH
First Lien Indenture Trustee,

Plaintiff,

-against-

WILMINGTON TRUST, N.A., as First Lien
Collateral Agent and First Lien
Administrative Agent,

Defendant.

Electronically Filed

Case No. 15-cv-02883 (PAE) (FM)

**NOTICE OF JOINT
MOTION TO INTERVENE**

PLEASE TAKE NOTICE that, upon the accompanying Declaration of Ellen M. Halstead, dated April 24, 2015 and the exhibits attached thereto, the Declaration of Zoe E. Shea, dated April 24, 2015 and the exhibit attached thereto, the Memorandum of Law In Support of the Joint Motion to Intervene of Morgan Stanley Capital Group Inc. and J. Aron & Company, dated April 24, 2015, and upon all other papers and proceedings herein, proposed intervenor defendants Morgan Stanley Capital Group Inc. and J. Aron & Company will move this Court, before the Honorable Paul A. Engelmayer, at the Thurgood Marshall United States Courthouse, 40 Foley Square, New York, New York, 10007, on May 13, 2015 at 9:30 a.m., or as soon thereafter as counsel may be heard, for an Order pursuant to Rules 24(a)(2) and 24(b)(1)(B) of the Federal Rules of Civil Procedure granting Morgan Stanley Capital Group Inc.'s and J. Aron & Company's joint motion to intervene in this action.

Dated: New York, New York
April 24, 2015

CADWALADER, WICKERSHAM &
TAFT LLP

By: s/ Howard R. Hawkins, Jr.

Howard R. Hawkins, Jr.
Ellen M. Halstead
Michele Maman

One World Financial Center
New York, NY 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666

Mark C. Ellenberg (admitted *pro hac vice*)
700 Sixth Street, N.W.
Washington, DC 20001
Telephone: (202) 862-2200
Facsimile: (202) 862-2400

*Attorneys for Proposed Intervenor
Morgan Stanley Capital Group Inc.*

CLEARY GOTTLIEB STEEN &
HAMILTON LLP

By: s/ Thomas J. Moloney

Thomas J. Moloney
Sean A. O'Neal
Zoe E. Shea

One Liberty Plaza
New York, NY 10006
Telephone: (212) 225-2000
Facsimile: (212) 225-3999

*Attorneys for Proposed Intervenor
J. Aron & Company*